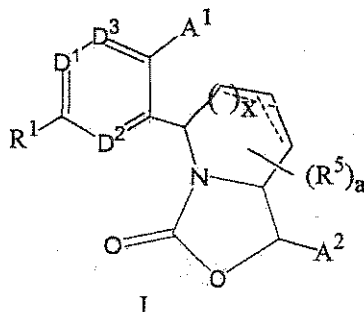


WHAT IS CLAIMED IS:

1. A compound of Formula I, or a pharmaceutically acceptable salt thereof:



wherein R^1 is H, -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, -OH, halogen, -CN, -NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, -SO₂NR⁶R⁷, HET(3), or C₃-6 cycloalkyl optionally having 1-2 double bonds, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are each optionally substituted with 1-7 halogens, and wherein HET(3) and C₃-6 cycloalkyl optionally having 1-2 double bonds are optionally substituted with 1-3 substituent groups which are each independently halogen, -C₁-C₃ alkyl, -OC₁-C₃ alkyl, -C₂-C₃ alkenyl, -OC₂-C₃ alkenyl, -C₂-C₃ alkynyl, or -OC₂-C₃ alkynyl, wherein -C₁-C₃ alkyl, -OC₁-C₃ alkyl, -C₂-C₃ alkenyl, -OC₂-C₃ alkenyl, -C₂-C₃ alkynyl, and -OC₂-C₃ alkynyl are each optionally substituted with 1-7 halogens;

R^6 and R^7 are each independently H or -C₁-C₅ alkyl;

R^8 is H or -C₁-C₅ alkyl optionally substituted with 1-7 halogens;

HET(3) is a 3-6 membered heterocyclic ring having 1-3 heteroatom groups which are each independently N, NH, O, S, S(O), or S(O)₂ and optionally having 1-3 double bonds;

x is 0 or 1;

The dashed lines in Formula I represent one optional double bond between 2 adjacent carbon atoms;

D¹ is N or CR²;

D² is N or CR³;

D³ is N or CR⁴;

R^2 , R^3 , and R^4 are each independently H, -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, -OH, halogen, -CN, -NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens;

Each R⁵ is independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, -OH, halogen, -CN, -NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens;

5 A¹ is phenyl, HET(1), or C₃-C₈ cycloalkyl optionally having 1-2 double bonds, wherein A¹ is optionally substituted with one substituent group Z and is optionally substituted with 1-3 groups which are each independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, halogen, -OH, or -CN, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens;

Each HET(1) is a 5- or 6-membered heterocyclic ring having 1-4 heteroatom groups which are each independently -N-, -NH-, -S-, -O-, -S(O)-, or -S(O)₂-, optionally having one group -C(=O)-, and optionally having 1-3 double bonds;

15 Z is A³, -C₁-C₃alkylene-CO₂R⁸, -C₁-C₃alkylene-C(O)NR⁶R⁷, -C₁-C₃alkylene-SO₂NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, -SO₂NR⁶R⁷, or -C₁-C₃alkylene-HET(2), wherein -C₁-C₃alkylene in all uses is optionally substituted with 1-7 halogens, and HET(2) is optionally substituted with 1-3 substituents which are independently -C₁-3alkyl optionally substituted with 1-5 halogens, -OC₁-3alkyl optionally substituted with 1-5 halogens, halogen or NR⁶R⁷;

20 A³ is phenyl, C₃-C₆ cycloalkyl optionally having 1-2 double bonds, or HET(1), wherein A³ is optionally substituted with 1-3 groups which are each independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, halogen, -OH, or -CN, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens; and A³ is optionally substituted with one group which is HET(2), -C₁-4 alkylene-CO₂R⁸, -C₁-4alkylene-C(O)NR⁶R⁷, -C₁-4alkylene-SO₂NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, wherein -C₁-4alkylene in all uses is optionally substituted with 1-7 halogens; and wherein HET(2) is optionally substituted with 1-3 groups which are each independently halogen, -C₁-5alkyl optionally substituted with 1-7 halogens, -OC₁-5alkyl optionally substituted with 1-7 halogens, or NR⁶R⁷;

30 HET(2) is a 5-6 membered heterocyclic ring having 1-3 heteroatom groups which are each independently N, NH, O, or S, optionally having one group -C(=O)-, and optionally having 1-3 double bonds;

35 A² is phenyl or HET(1), wherein A² is optionally substituted with 1-3 substituent groups which are each independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, halogen, -CN, -OH, or C₃-6cycloalkyl, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens, and C₃-6cycloalkyl is optionally substituted

with 1-3 substituents which are each independently halogen, -C₁-C₃ alkyl, or -OC₁-C₃ alkyl, wherein -C₁-C₃ alkyl and -OC₁-C₃ alkyl are each optionally substituted with 1-7 halogens; and a is 0 or an integer from 1-3.

5 2. The compound of Claim 1, or a pharmaceutically acceptable salt thereof: wherein R¹ is -C₁-C₅ alkyl, -OC₁-C₅ alkyl, halogen, -NR⁶R⁷, HET(3), or C₃-6 cycloalkyl optionally having 1-2 double bonds, wherein -C₁-C₅ alkyl and -OC₁-C₅ alkyl are optionally substituted with 1-7 halogens, and wherein HET(3) and C₃-6 cycloalkyl optionally having 1-2 double bonds are optionally substituted with 1-3 substituent groups which are each
10 independently halogen, CH₃, CF₃, OCH₃, or OCF₃;

At least one of D¹, D², or D³ is CR², CR³, or CR⁴;
R², R³, and R⁴ are each independently H, -C₁-C₅ alkyl, -OC₁-C₅ alkyl, or halogen, wherein -C₁-C₅ alkyl and -OC₁-C₅ alkyl are optionally substituted with 1-7 halogens;
Each R⁵ is independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, or halogen, wherein -C₁-
15 C₅ alkyl and -OC₁-C₅ alkyl are optionally substituted with 1-7 halogens;

A¹ is phenyl, HET(1), or C₃-C₆ cycloalkyl optionally having 1-2 double bonds, wherein A¹ is optionally substituted with one substituent group Z and is optionally substituted with 1-3 groups which are each independently halogen, -OH, -CN, -C₁-5alkyl optionally substituted with 1-7 halogens, or -OC₁-5alkyl optionally substituted with 1-7 halogens;

20 A³ is phenyl, C₃-C₆ cycloalkyl optionally having 1-2 double bonds, or HET(1), wherein A³ is optionally substituted with 1-3 groups which are each independently -C₁-C₅ alkyl optionally substituted with 1-7 halogens, -OC₁-C₅ alkyl optionally substituted with 1-7 halogens, -OH, or halogen, and is optionally substituted with one group which is HET(2), -C₁-2 alkylene-CO₂R⁸, -C₁-2alkylene-C(O)NR⁶R⁷, -C₁-C₂alkylene-SO₂NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, or
25 -SO₂NR⁶R⁷, wherein -C₁-C₂alkylene is optionally substituted with 1-3 halogens; and wherein HET(2) is optionally substituted with 1-3 groups which are each independently halogen, -C₁-5alkyl optionally substituted with 1-7 halogens, -OC₁-5alkyl optionally substituted with 1-7 halogens, or NR⁶R⁷; and

A² is phenyl or HET(1), wherein A² is optionally substituted with 1-3 substituent
30 groups which are each independently C₁-5alkyl optionally substituted with 1-7 halogens, -OC₁-5alkyl optionally substituted with 1-7 halogens, halogen, -OH, -CN, or C₃-6cycloalkyl optionally substituted with 1-3 substituents which are each independently halogen, CF₃, CH₃, -OCF₃, or -OCH₃.

35 3. The compound of Claim 2, or a pharmaceutically acceptable salt thereof:

wherein R¹ is CH₃, CF₃, -OCH₃, -OCF₃, halogen, or -NR⁶R⁷;

R⁶ and R⁷ are each independently H or -C₁-C₃ alkyl;

R², R³, and R⁴ are each independently H, C₁-3alkyl, CF₃, -OC₁-3alkyl, -OCF₃,

or halogen;

Each R⁵ is independently CH₃, CF₃, -OCH₃, -OCF₃, or halogen;

A¹ is phenyl, HET(1), or C₃-C₆ cycloalkyl optionally having 1-2 double bonds, wherein A¹ is optionally substituted with one substituent group Z and is optionally substituted with 1-3 groups which are each independently -C₁-3alkyl optionally substituted with 1-5 halogens, -OC₁-3alkyl optionally substituted with 1-5 halogens, halogen, -OH, or -CN;

Each HET(1) is a 5- or 6-membered heterocyclic ring having 1-3 heteroatom groups which are each independently -N-, -NH-, -S-, or -O-, optionally having one group -C(=O)-, and optionally having 1-3 double bonds;

Z is A³, -(CH₂)₁₋₃-CO₂R⁸, -(CH₂)₁₋₃-C(O)NR⁶R⁷, -(CH₂)₁₋₃-SO₂NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, -SO₂NR⁶R⁷, or -(CH₂)₁₋₃-HET(2), wherein HET(2) is optionally substituted with 1-3 substituents which are independently -C₁-3alkyl optionally substituted with 1-5 halogens, -OC₁-3alkyl optionally substituted with 1-5 halogens, halogen or NR⁶R⁷;

R⁸ is H or -C₁-3alkyl optionally substituted with 1-3 halogens;

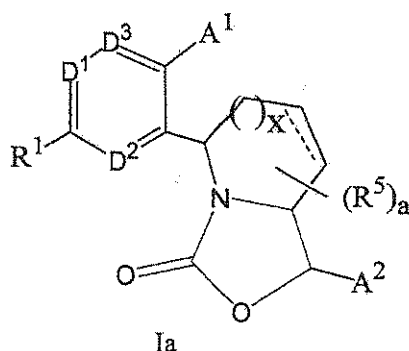
A³ is phenyl, C₃-C₆ cycloalkyl optionally having 1-2 double bonds, or HET(1), wherein A³ is optionally substituted with 1-3 groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, -OH, or halogen, and is optionally substituted with one group which is HET(2), -(CH₂)₁₋₂-CO₂R⁸, -(CH₂)₁₋₂-C(O)NR⁶R⁷, -(CH₂)₁₋₂-SO₂NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, and HET(2) is optionally substituted with 1-3 groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, halogen, or NR⁶R⁷;

A² is phenyl or HET(1), wherein A² is substituted with 1-3 substituent groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, halogen, -CN, -OH, or C₃-

4cycloalkyl optionally substituted with 1-3 substituents which are each independently halogen, CF₃, CH₃, -OCF₃, or -OCH₃; and

a is 0, 1, or 2.

4. The compound of Claim 3 having Formula Ia, or a pharmaceutically acceptable salt thereof:



wherein the dashed line in the ring in Formula Ia is an optional double bond.

5. The compound of Claim 4, or a pharmaceutically acceptable salt thereof: wherein R^1 is CH_3 , CF_3 , $-OCH_3$, $-OCF_3$, F, Cl, or $-NR^6R^7$;

D^1 is N or CR^2 , wherein R^2 is H, $-C_{1-3}alkyl$, F, or Cl;

D^2 is N or CR^3 , wherein R^3 is H, $-C_{1-3}alkyl$, F, or Cl;

D^3 is N or CR^4 , wherein R^4 is H, $-C_{1-3}alkyl$, F, or Cl;

At least one of D^1 , D^2 , or D^3 is CR^2 , CR^3 , or CR^4 ;

R^5 is H or CH_3 ;

A^1 is phenyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, isoxazolyl, thiazolyl, oxadiazolyl, thiadiazolyl, oxazolyl, pyrrolyl, thienyl, furyl, cyclopropyl, cyclobutyl, cyclohexyl, cyclohexenyl, cyclopentyl, or cyclopentenyl, wherein A^1 is optionally substituted with 1-3 groups which are each independently F, Cl, $-OCH_3$, $-OCF_3$, $-C_{1-3}alkyl$, $-CN$, or CF_3 , and optionally one substituent group Z;

Z is A^3 , $-CH_2CH_2CO_2R^8$, $-CH_2CH_2C(O)NR^6R^7$, $-CH_2CH_2SO_2NR^6R^7$, or $-CH_2CH_2-HET(2)$, wherein HET(2) is optionally substituted with 1-2 substituent groups which are each independently CH_3 , CF_3 , $-OCH_3$, $-OCF_3$, halogen, or NR^6R^7 ;

R^8 is H or $-CH_3$;

HET(2) is a 5-membered heterocyclic ring having 1-3 heteroatom groups which are each independently N, NH, O, or S, optionally having one group $-C(=O)-$, and optionally having 1-3 double bonds;

A^3 is phenyl, cyclopropyl, cyclobutyl, cyclohexyl, cyclohexenyl, cyclopentyl, cyclopentenyl, or HET(1), wherein HET(1) is pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, isoxazolyl, thiazolyl, oxadiazolyl, thiadiazolyl, oxazolyl, pyrrolyl, thienyl, furyl, or a 5-6-membered heterocyclic ring having 1-2 heteroatom groups which are independently $-N-$, $-NH-$ or $-O-$, and optionally one $-C(=O)-$ group, wherein A^3 is optionally substituted with 1-2 groups which are each independently CH_3 , CF_3 , $-OCH_3$, $-OCF_3$, $-OH$, or halogen, and is optionally substituted with 1 group which is $-CO_2R^8$, $-C(O)NR^6R^7$,

-SO₂NR⁶R⁷, or HET(2), wherein HET(2) is optionally substituted with 1-2 substituent groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, halogen, or NR⁶R⁷;

A² is phenyl or HET(1) wherein A² is substituted with 1-3 substituent groups which are each independently CF₃, CH₃, F, Cl, -CN, or cyclopropyl; and

a is 0 or 1.

6. The compound of claim 5, or a pharmaceutically acceptable salt thereof: wherein the dashed line in the ring in Formula Ia is an optional double bond when

x is 0;

wherein R¹ is CF₃, F, or -N(CH₃)₂;

D¹ is N or CR², wherein R² is H or C₁₋₃alkyl;

D² is N or CR³, wherein R³ is H or CH₃;

D³ is N or CR⁴, wherein R⁴ is H or CH₃;

A¹ is phenyl, pyridyl, thienyl, furyl, cyclohexenyl, or cyclopentenyl, wherein A¹ is optionally substituted with 1-3 groups which are each independently F, Cl, -OCH₃, isopropyl, -CN, -CH₃, or CF₃, and optionally one substituent group Z;

Z is A³, -CH₂CH₂CO₂R⁸, -CH₂CH₂-(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl), or -CH₂CH₂-(5-amino-1,3,4-oxadiazol-2-yl);

R⁸ is H or -CH₃;

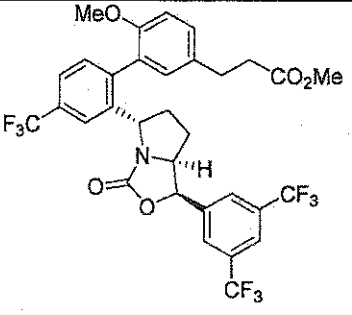
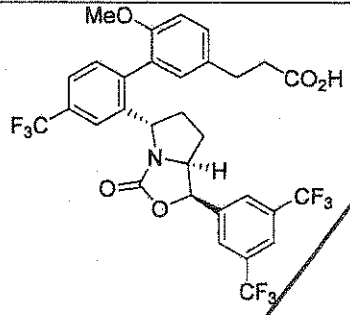
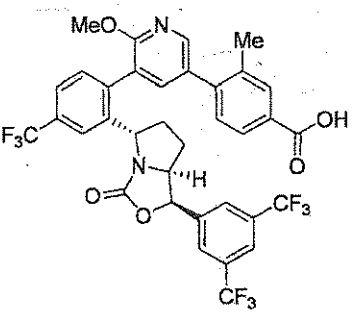
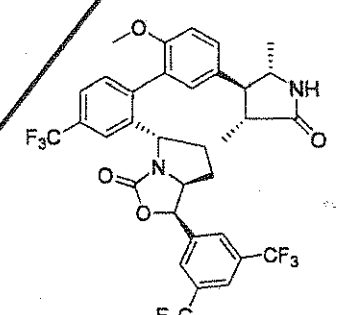
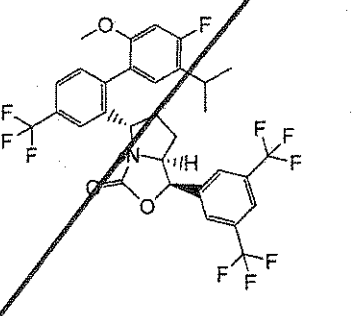
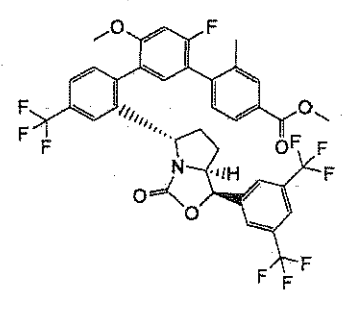
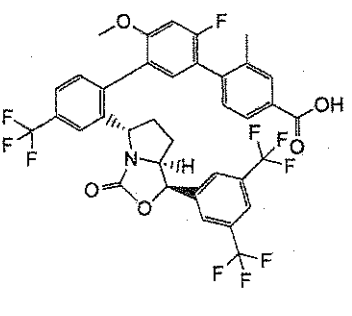
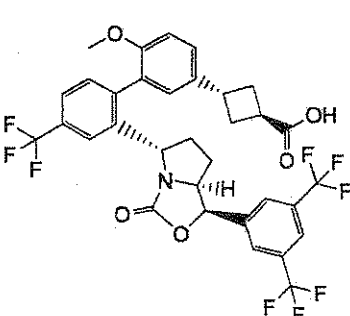
A³ is phenyl, cyclobutyl, cyclopentyl, cyclohexyl, or HET(1), wherein HET(1) is pyridinyl, 6-oxopiperidinyl, 2-oxo-1,3-oxazolidinyl, 2-oxo-1,3-oxazinanyl, or 5-oxopyrrolidinyl, wherein A³ is optionally substituted with 1-2 groups -CH₃, -OCH₃, or -OH, and is optionally substituted with 1 group -(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl), -(5-amino-1,3,4-oxadiazol-2-yl), or -CO₂R in which R is H or -CH₃;

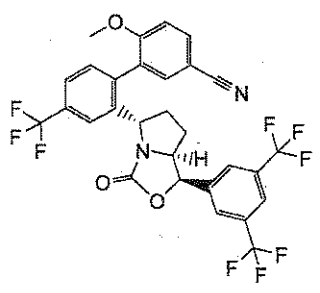
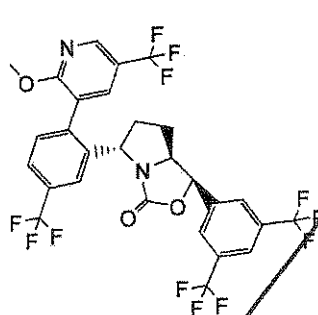
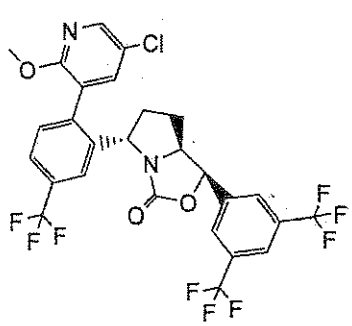
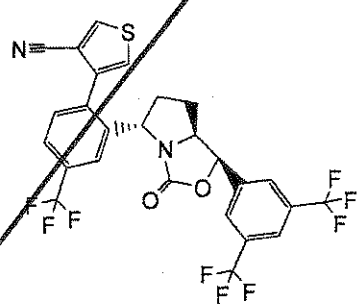
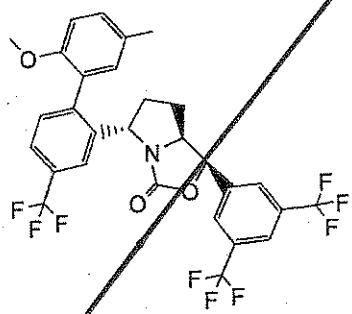
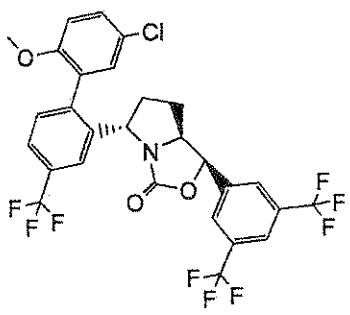
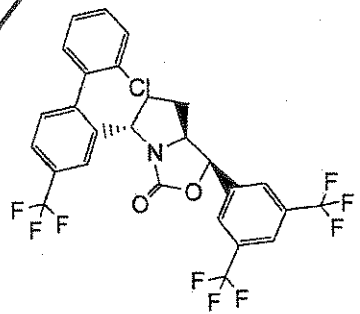
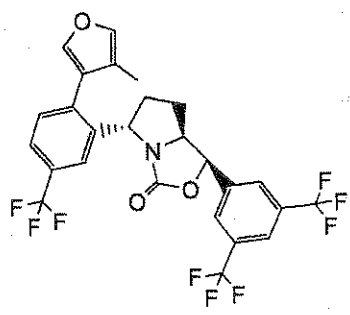
A² is phenyl, which is substituted with 1-2 substituent groups which are each independently CF₃, CH₃, F, or Cl; and

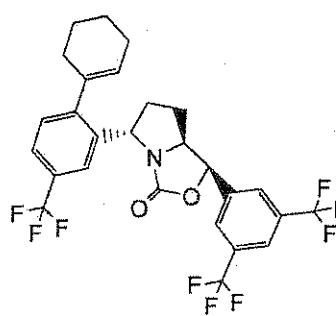
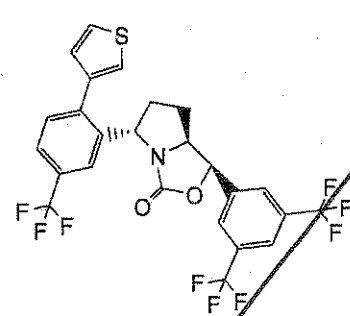
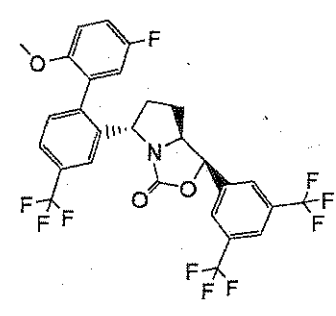
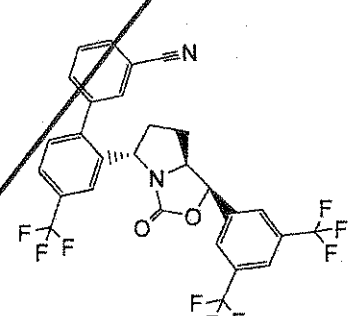
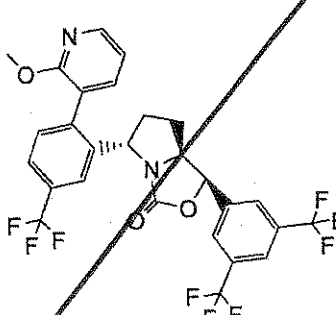
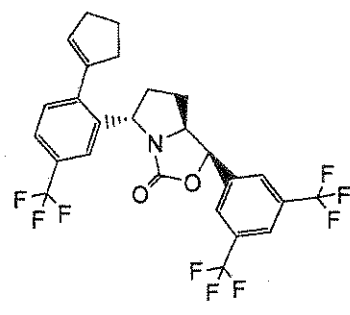
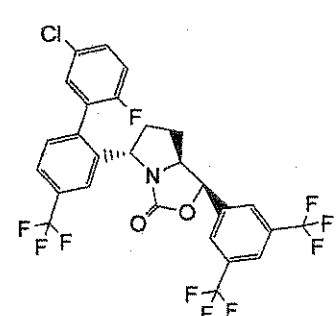
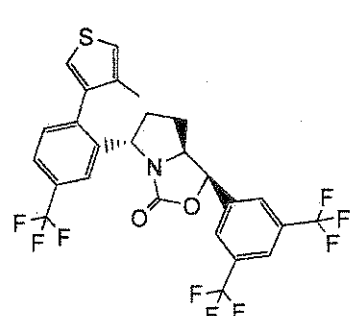
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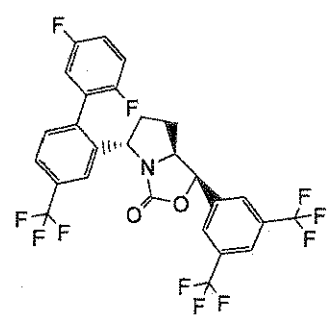
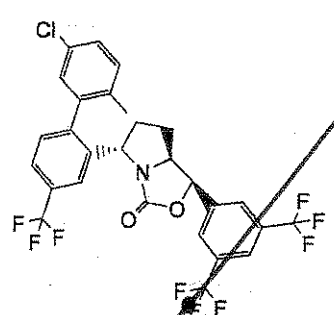
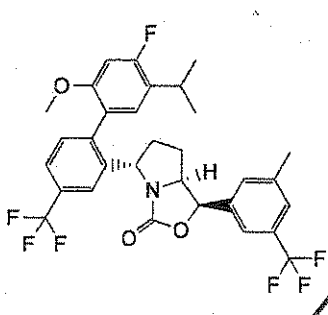
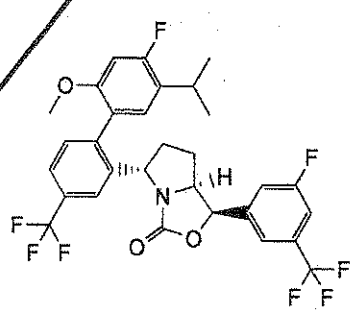
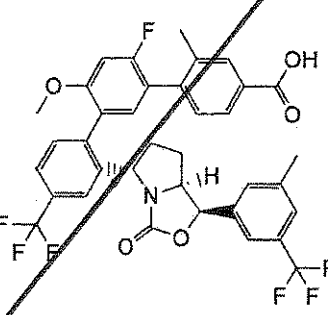
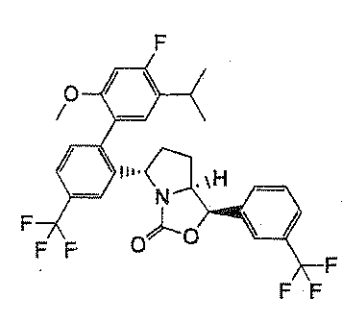
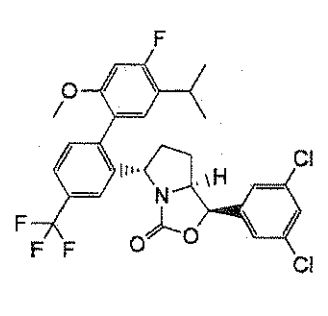
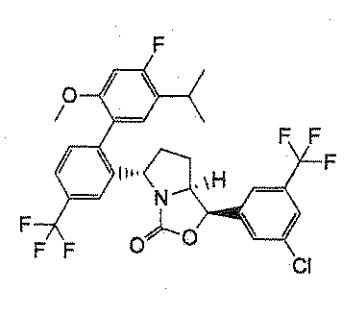
7. The compound of Claim 6, or a pharmaceutically acceptable salt thereof, having the structure below:

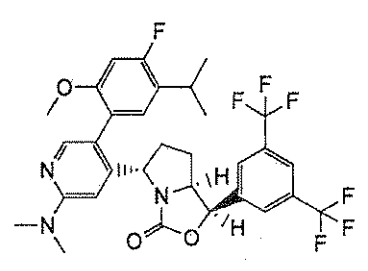
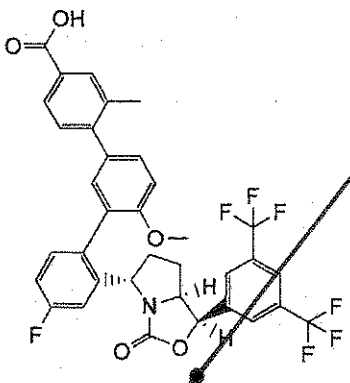
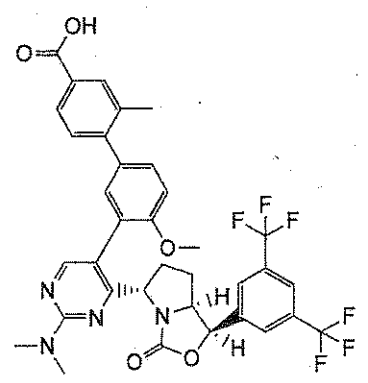
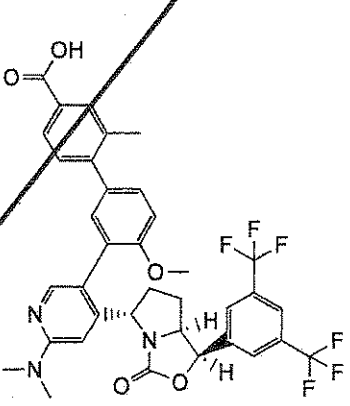
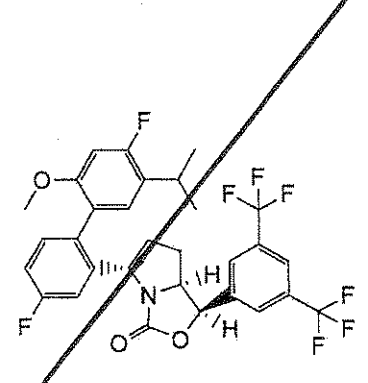
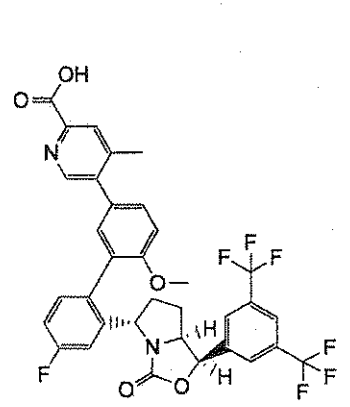
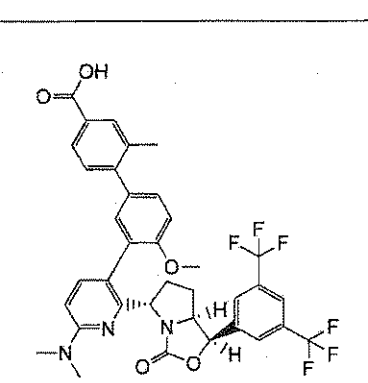
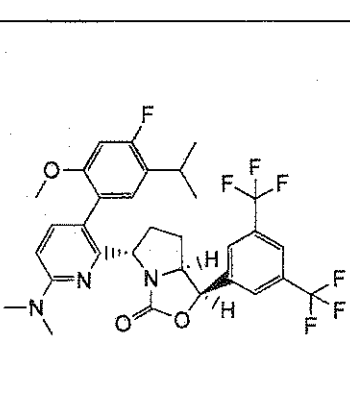
Ex. 1		Ex. 2	
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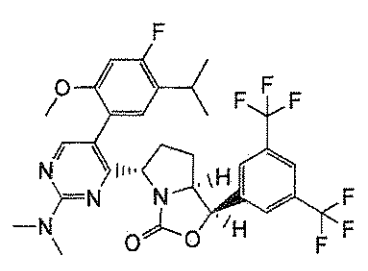
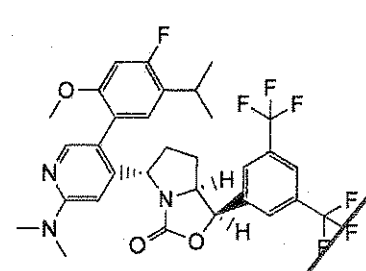
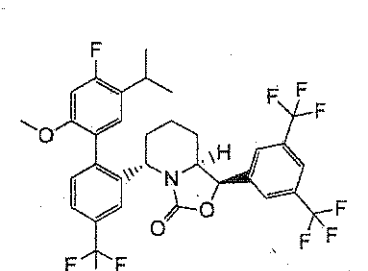
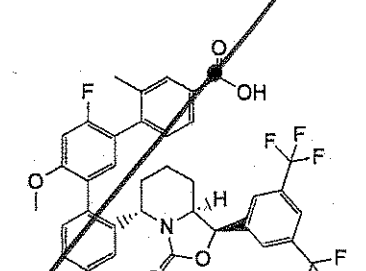
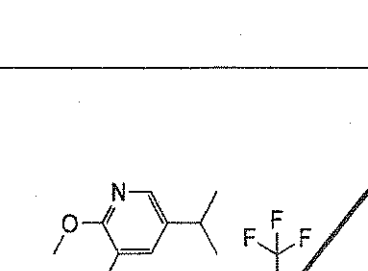
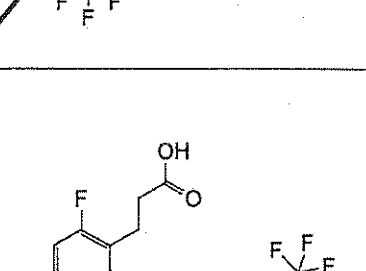
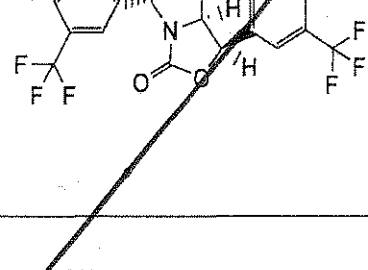
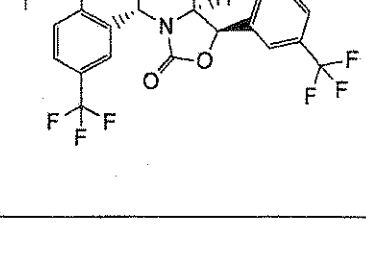
			
Ex. 3		Ex. 4	
Ex. 5		Ex. 6	
Ex. 7		Ex. 8	

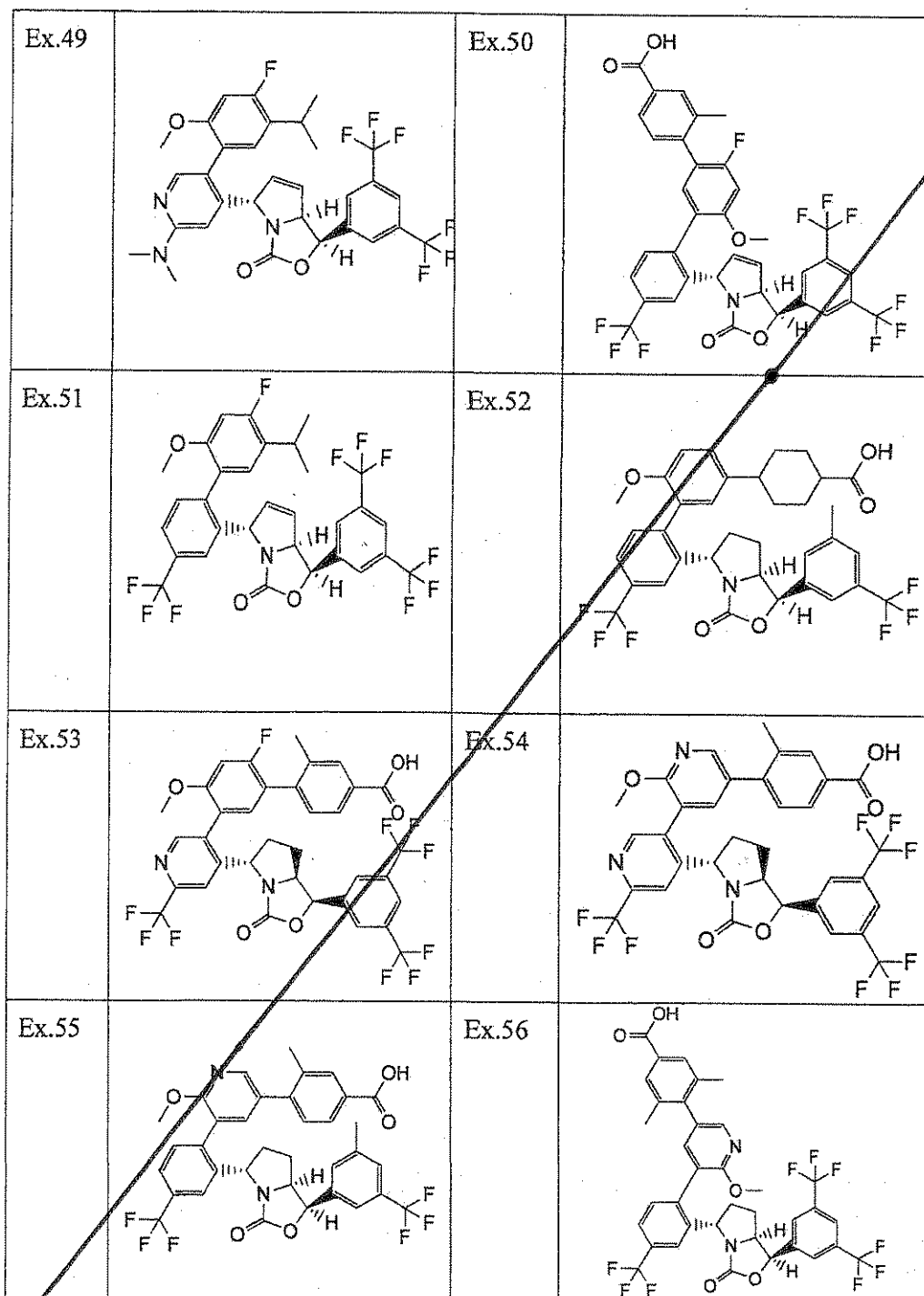
Ex. 9		Ex. 10	
Ex. 11		Ex. 12	
Ex. 13		Ex. 14	
Ex. 15		Ex. 16	

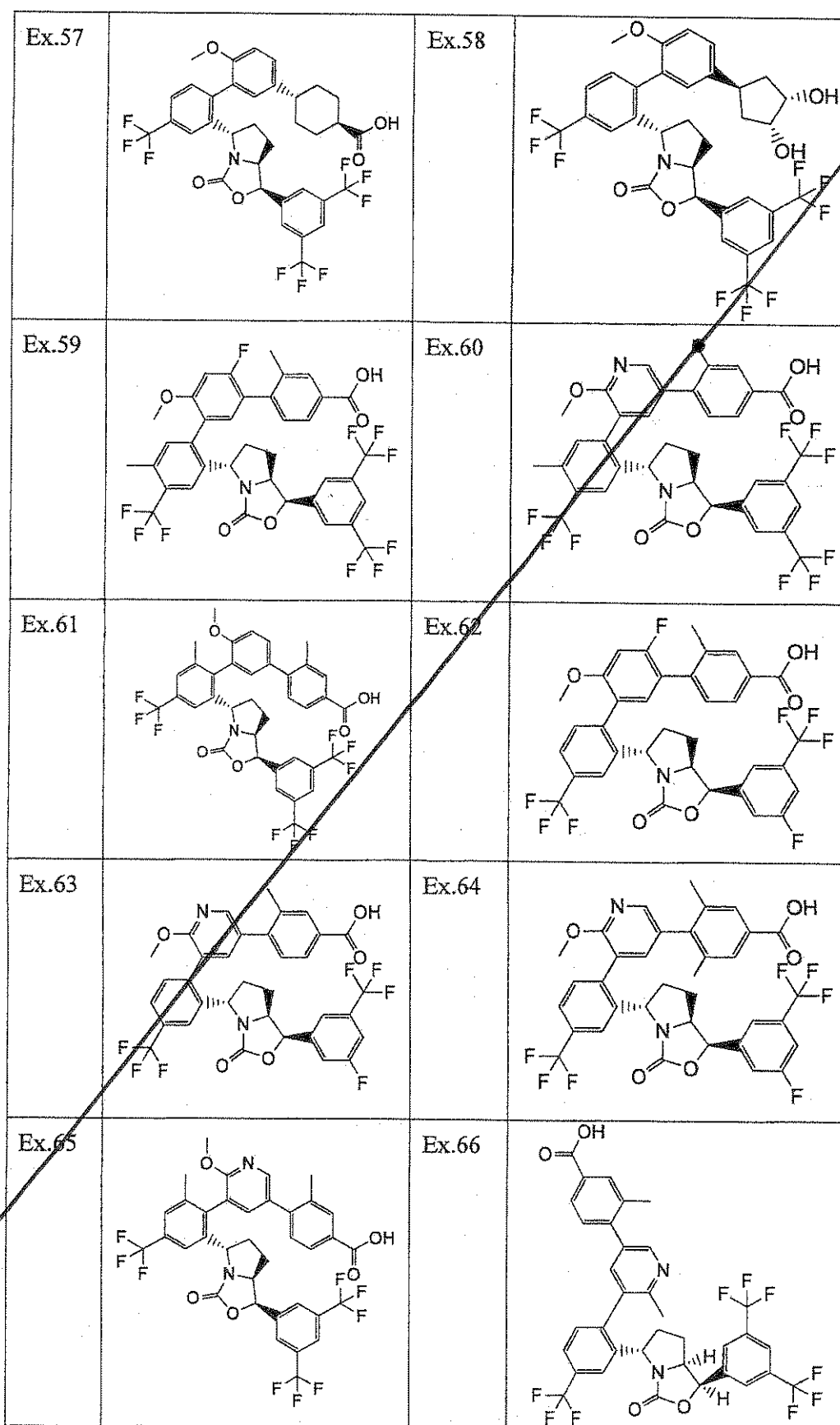
Ex. 17		Ex. 18	
Ex. 19		Ex. 20	
Ex. 21		Ex. 22	
Ex. 23		Ex. 24	

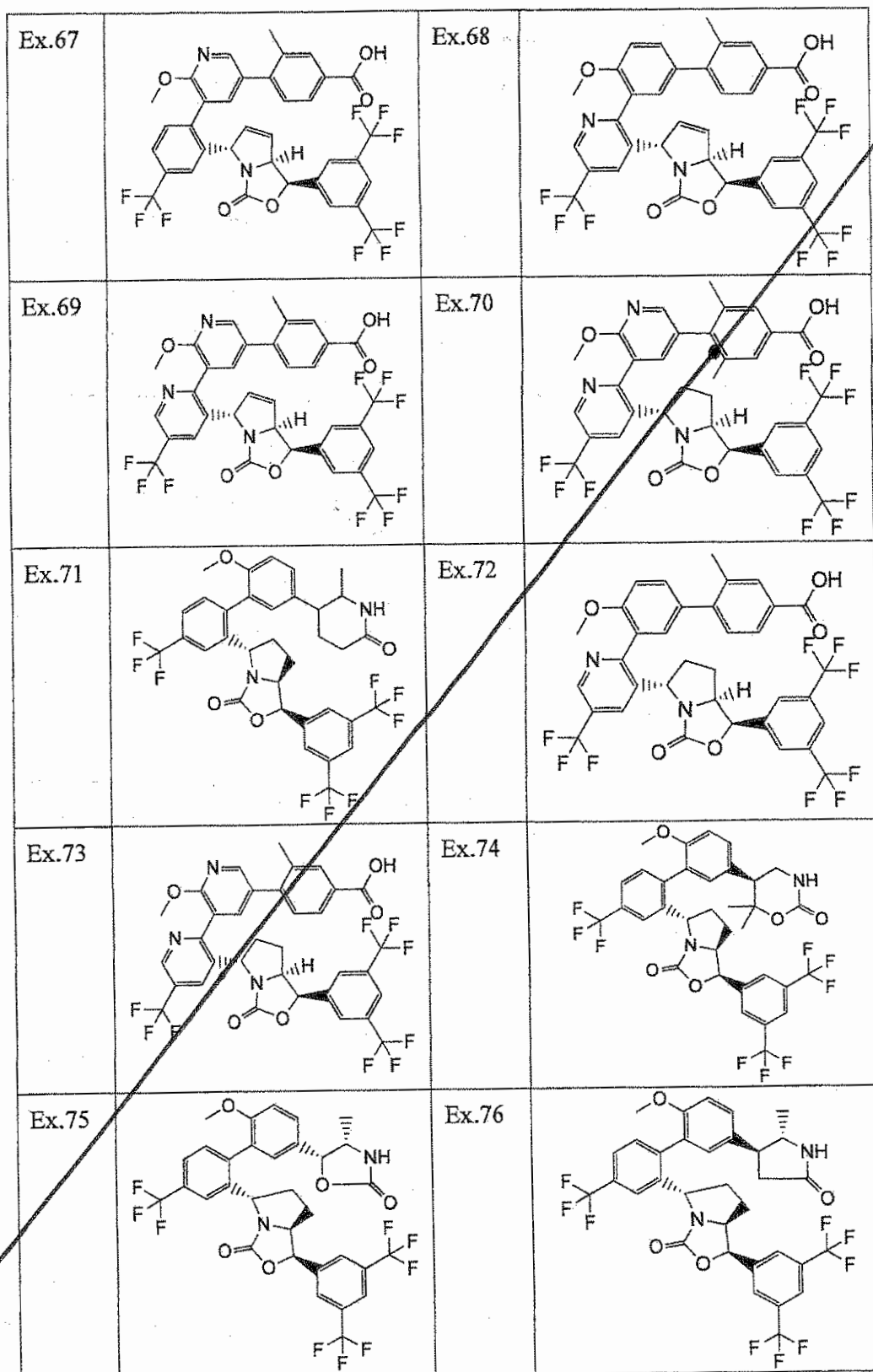
Ex. 25		Ex. 26	
Ex. 27		Ex. 28	
Ex. 29		Ex. 30	
Ex. 31		Ex. 32	

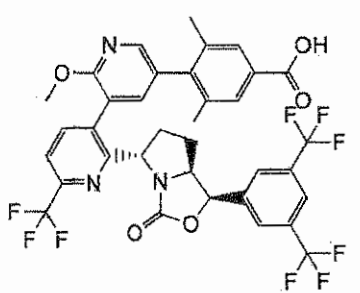
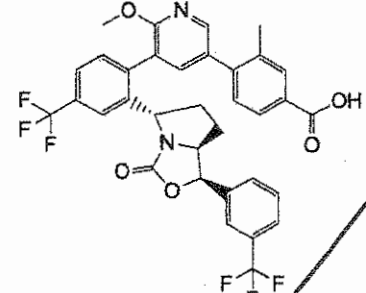
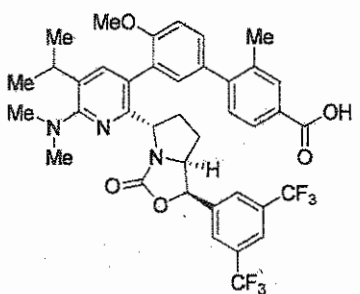
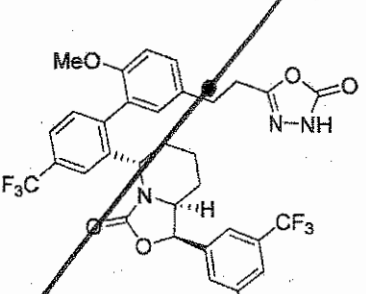
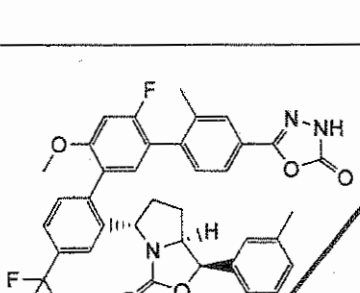
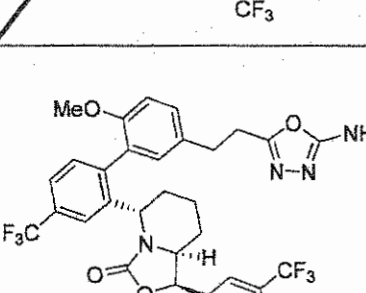
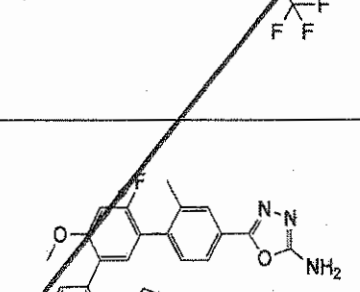
Ex.33		Ex.34	
Ex.35		Ex.36	
Ex.37		Ex.38	
Ex.39		Ex.40	

Ex.41		Ex.42	
Ex.43		Ex.44	
Ex.45		Ex.46	
Ex.47		Ex.48	







Ex.77		Ex.78	
Ex.79		Ex.80	
Ex.81		Ex.82	
Ex.83			

8. A pharmaceutical composition comprising the compound of Claim 1 or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

9. A method of treating atherosclerosis in a patient in need of treatment comprising the administration of a therapeutically effective amount of the compound of Claim 1 to said patient, or a pharmaceutically acceptable salt thereof.

5 10. A method of raising HDL-C in a patient in need of treatment comprising the administration of a therapeutically effective amount of the compound of Claim 1 to said patient, or a pharmaceutically acceptable salt thereof.

10 11. A method of lowering LDL-C in a patient in need of treatment comprising the administration of a therapeutically effective amount of the compound of Claim 1 to said patient, or a pharmaceutically acceptable salt thereof.

15 12. A method of treating dyslipidemia in a patient in need of treatment comprising the administration of a therapeutically effective amount of the compound of Claim 1 to said patient, or a pharmaceutically acceptable salt thereof.

13. The use of the compound of Claim 1 or a pharmaceutically acceptable salt thereof for the manufacture of a medicament for the treatment of atherosclerosis.

20 14. The compound of Claim 1 or a pharmaceutically acceptable salt thereof for use in the treatment of atherosclerosis.

25 15. A pharmaceutical composition comprising the compound of Claim 1 or a pharmaceutically acceptable salt thereof, a pharmaceutically acceptable carrier, and one or more active ingredients selected from the group consisting of:

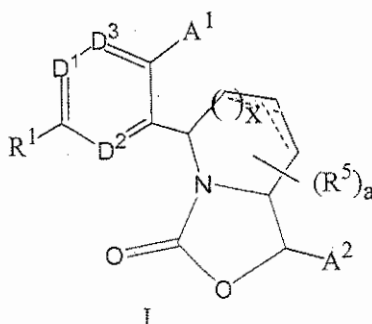
- (i) HMG-CoA reductase inhibitors;
- (ii) bile acid sequestrants;
- (iii) niacin and related compounds;
- (iv) PPAR α agonists;
- 30 (v) cholesterol absorption inhibitors;
- (vi) acyl CoA:cholesterol acyltransferase (ACAT) inhibitors;
- (vii) phenolic anti-oxidants;
- (viii) microsomal triglyceride transfer protein (MTP)/ApoB secretion inhibitors;
- (ix) anti-oxidant vitamins;
- 35 (x) thyromimetics;
- (xi) LDL (low density lipoprotein) receptor inducers;

5

- (xii) platelet aggregation inhibitors;
- (xiii) vitamin B12 (also known as cyanocobalamin);
- (xiv) folic acid or a pharmaceutically acceptable salt or ester thereof;
- (xv) FXR and LXR ligands;
- (xvi) agents that enhance ABCA1 gene expression;
- (xvii) ileal bile acid transporters; and
- (xviii) niacin receptor agonists.

Claims

1. A compound of Formula I,



or a pharmaceutically acceptable salt thereof,

wherein R^1 is H, -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, -OH, halogen, -CN, -NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, -SO₂NR⁶R⁷, HET(3), or C₃-6 cycloalkyl optionally having 1-2 double bonds, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are each optionally substituted with 1-7 halogens, and wherein HET(3) and C₃-6 cycloalkyl optionally having 1-2 double bonds are optionally substituted with 1-3 substituent groups which are each independently halogen, -C₁-C₃ alkyl, -OC₁-C₃ alkyl, -C₂-C₃ alkenyl, -OC₂-C₃ alkenyl, -C₂-C₃ alkynyl, or -OC₂-C₃ alkynyl, wherein -C₁-C₃ alkyl, -OC₁-C₃ alkyl, -C₂-C₃ alkenyl, -OC₂-C₃ alkenyl, -C₂-C₃ alkynyl, and -OC₂-C₃ alkynyl are each optionally substituted with 1-7 halogens;

R^6 and R^7 are each independently H or -C₁-C₅ alkyl;

R^8 is H or -C₁-5alkyl optionally substituted with 1-7 halogens;

HET(3) is a 3-6 membered heterocyclic ring having 1-3 heteroatom groups which are each independently N, NH, O, S, S(O), or S(O)₂ and optionally having 1-3 double bonds;

x is 0 or 1;

The dashed lines in Formula I represent one optional double bond between 2 adjacent carbon atoms;

D¹ is N or CR²;

D² is N or CR³;

D³ is N or CR⁴;

R^2 , R^3 , and R^4 are each independently H, -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, -OH, halogen, -CN,

-NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens;

Each R⁵ is independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, -OH, halogen, -CN, -NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens;

A¹ is phenyl, HET(1), or C₃-C₈ cycloalkyl optionally having 1-2 double bonds, wherein A¹ is optionally substituted with one substituent group Z and is optionally substituted with 1-3 groups which are each independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, halogen, -OH, or -CN, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens;

Each HET(1) is a 5- or 6-membered heterocyclic ring having 1-4 heteroatom groups which are each independently -N-, -NH-, -S-, -O-, -S(O)-, or -S(O)₂-, optionally having one group -C(=O)-, and optionally having 1-3 double bonds;

Z is A³, -C₁-C₃alkylene-CO₂R⁸, -C₁-C₃alkylene-C(O)NR⁶R⁷, -C₁-C₃alkylene-SO₂NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, -SO₂NR⁶R⁷, or -C₁-C₃alkylene-HET(2), wherein -C₁-C₃alkylene in all uses is optionally substituted with 1-7 halogens, and HET(2) is optionally substituted with 1-3 substituents which are independently -C₁-3alkyl optionally substituted with 1-5 halogens, -OC₁-3alkyl optionally substituted with 1-5 halogens, halogen or NR⁶R⁷;

A³ is phenyl, C₃-C₆ cycloalkyl optionally having 1-2 double bonds, or HET(1), wherein A³ is optionally substituted with 1-3 groups which are each independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, halogen, -OH, or -CN, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens; and A³ is optionally substituted with one group which is HET(2), -C₁-4 alkylene-CO₂R⁸, -C₁-4alkylene-C(O)NR⁶R⁷, -C₁-C₄alkylene-SO₂NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, wherein -C₁-C₄alkylene in all uses is optionally substituted with 1-7 halogens; and wherein HET(2) is optionally substituted with 1-3 groups which are each independently halogen, -C₁-5alkyl optionally substituted with 1-7 halogens, -OC₁-5alkyl optionally substituted with 1-7 halogens, or NR⁶R⁷;

HET(2) is a 5-6 membered heterocyclic ring having 1-3 heteroatom groups which are each independently N, NH, O, or S, optionally having one group -C(=O)-, and optionally having 1-3 double bonds;

5 A² is phenyl or HET(1), wherein A² is optionally substituted with 1-3 substituent groups which are each independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, -OC₂-C₅ alkynyl, halogen, -CN, -OH, or C₃-6cycloalkyl, wherein -C₁-C₅ alkyl, -OC₁-C₅ alkyl, -C₂-C₅ alkenyl, -OC₂-C₅ alkenyl, -C₂-C₅ alkynyl, and -OC₂-C₅ alkynyl are optionally substituted with 1-7 halogens, and C₃-6cycloalkyl is optionally substituted with 1-3 substituents which are each independently
10 halogen, -C₁-C₃ alkyl, or -OC₁-C₃ alkyl, wherein -C₁-C₃ alkyl and -OC₁-C₃ alkyl are each optionally substituted with 1-7 halogens; and

a is 0 or an integer from 1-3.

2. The compound of Claim 1, or a pharmaceutically acceptable salt thereof:
15 wherein R¹ is -C₁-C₅ alkyl, -OC₁-C₅ alkyl, halogen, -NR⁶R⁷, HET(3), or C₃-6 cycloalkyl optionally having 1-2 double bonds, wherein -C₁-C₅ alkyl and -OC₁-C₅ alkyl are optionally substituted with 1-7 halogens, and wherein HET(3) and C₃-6 cycloalkyl optionally having 1-2 double bonds are optionally substituted with 1-3 substituent groups which are each independently halogen, CH₃, CF₃, OCH₃, or OCF₃;

20 At least one of D¹, D², or D³ is CR², CR³, or CR⁴;

R², R³, and R⁴ are each independently H, -C₁-C₅ alkyl, -OC₁-C₅ alkyl, or halogen, wherein -C₁-C₅ alkyl and -OC₁-C₅ alkyl are optionally substituted with 1-7 halogens;

Each R⁵ is independently -C₁-C₅ alkyl, -OC₁-C₅ alkyl, or halogen, wherein -
25 C₁-C₅ alkyl and -OC₁-C₅ alkyl are optionally substituted with 1-7 halogens;

A¹ is phenyl, HET(1), or C₃-C₆ cycloalkyl optionally having 1-2 double bonds, wherein A¹ is optionally substituted with one substituent group Z and is optionally substituted with 1-3 groups which are each independently halogen, -OH, -CN, -C₁-5alkyl optionally substituted with 1-7 halogens, or -OC₁-5alkyl optionally substituted with 1-7
30 halogens;

A³ is phenyl, C₃-C₆ cycloalkyl optionally having 1-2 double bonds, or HET(1), wherein A³ is optionally substituted with 1-3 groups which are each independently -C₁-C₅ alkyl optionally substituted with 1-7 halogens, -OC₁-C₅ alkyl optionally substituted with 1-7 halogens, -OH, or halogen, and is optionally substituted with one group which is
35 HET(2), -C₁-2 alkylene-CO₂R⁸, -C₁-2alkylene-C(O)NR⁶R⁷, -C₁-C₂alkylene-SO₂NR⁶R⁷,

-CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, wherein -C₁-C₂alkylene is optionally substituted with 1-3 halogens; and wherein HET(2) is optionally substituted with 1-3 groups which are each independently halogen, -C₁₋₅alkyl optionally substituted with 1-7 halogens, -OC₁₋₅alkyl optionally substituted with 1-7 halogens, or NR⁶R⁷; and

5 A² is phenyl or HET(1), wherein A² is optionally substituted with 1-3 substituent groups which are each independently C₁₋₅alkyl optionally substituted with 1-7 halogens, -OC₁₋₅alkyl optionally substituted with 1-7 halogens, halogen, -OH, -CN, or C₃₋₆cycloalkyl optionally substituted with 1-3 substituents which are each independently halogen, CF₃, CH₃, -OCF₃, or -OCH₃.

10 3. The compound of Claim 2, or a pharmaceutically acceptable salt thereof: wherein R¹ is CH₃, CF₃, -OCH₃, -OCF₃, halogen, or -NR⁶R⁷;

R⁶ and R⁷ are each independently H or -C₁-C₃ alkyl;

15 R², R³, and R⁴ are each independently H, C₁₋₃alkyl, CF₃, -OC₁₋₃alkyl, -OCF₃, or halogen;

Each R⁵ is independently CH₃, CF₃, -OCH₃, -OCF₃, or halogen;

20 A¹ is phenyl, HET(1), or C₃-C₆ cycloalkyl optionally having 1-2 double bonds, wherein A¹ is optionally substituted with one substituent group Z and is optionally substituted with 1-3 groups which are each independently -C₁₋₃alkyl optionally substituted with 1-5 halogens, -OC₁₋₃alkyl optionally substituted with 1-5 halogens, halogen, -OH, or -CN;

Each HET(1) is a 5- or 6-membered heterocyclic ring having 1-3 heteroatom groups which are each independently -N-, -NH-, -S-, or -O-, optionally having one group -C(=O)-, and optionally having 1-3 double bonds;

25 Z is A³, -(CH₂)₁₋₃-CO₂R⁸, -(CH₂)₁₋₃-C(O)NR⁶R⁷, -(CH₂)₁₋₃-SO₂NR⁶R⁷, -CO₂R⁸, -C(O)NR⁶R⁷, -SO₂NR⁶R⁷, or -(CH₂)₁₋₃-HET(2), wherein HET(2) is optionally substituted with 1-3 substituents which are independently -C₁₋₃alkyl optionally substituted with 1-5 halogens, -OC₁₋₃alkyl optionally substituted with 1-5 halogens, halogen or NR⁶R⁷;

R⁸ is H or -C₁₋₃alkyl optionally substituted with 1-3 halogens;

30 A³ is phenyl, C₃-C₆ cycloalkyl optionally having 1-2 double bonds, or HET(1), wherein A³ is optionally substituted with 1-3 groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, -OH, or halogen, and is optionally substituted with one group which is HET(2), -(CH₂)₁₋₂-CO₂R⁸, -(CH₂)₁₋₂-C(O)NR⁶R⁷, -(CH₂)₁₋₂-SO₂NR⁶R⁷,

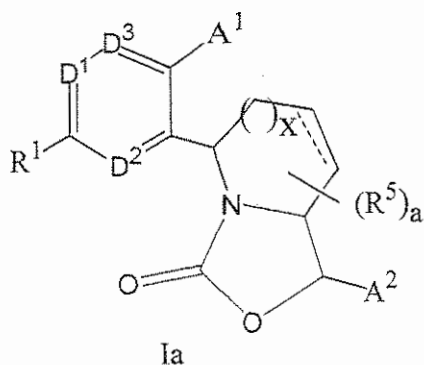
-CO₂R⁸, -C(O)NR⁶R⁷, or -SO₂NR⁶R⁷, and HET(2) is optionally substituted with 1-3 groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, halogen, or NR⁶R⁷;

A² is phenyl or HET(1), wherein A² is substituted with 1-3 substituent groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, halogen, -CN, -OH, or C₃-

5 4cycloalkyl optionally substituted with 1-3 substituents which are each independently halogen, CF₃, CH₃, -OCF₃, or -OCH₃; and

a is 0, 1, or 2.

4. The compound of Claim 3 having Formula Ia,



or a pharmaceutically acceptable salt thereof,

wherein the dashed line in the ring in Formula Ia is an optional double bond.

5. The compound of Claim 4, or a pharmaceutically acceptable salt thereof:

wherein R¹ is CH₃, CF₃, -OCH₃, -OCF₃, F, Cl, or -NR⁶R⁷;

D¹ is N or CR², wherein R² is H, -C₁₋₃alkyl, F, or Cl;

D² is N or CR³, wherein R³ is H, -C₁₋₃alkyl, F, or Cl;

D³ is N or CR⁴, wherein R⁴ is H, -C₁₋₃alkyl, F, or Cl;

At least one of D¹, D², or D³ is CR², CR³, or CR⁴;

R⁵ is H or CH₃;

A¹ is phenyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, isoxazolyl, thiazolyl, oxadiazolyl, thiadiazolyl, oxazolyl, pyrrolyl, thienyl, furyl, cyclopropyl, cyclobutyl, cyclohexyl, cyclohexenyl, cyclopentyl, or cyclopentenyl, wherein A¹

is optionally substituted with 1-3 groups which are each independently F, Cl, -OCH₃, -OCF₃, -C₁₋₃alkyl, -CN, or CF₃, and optionally one substituent group Z;

Z is A³, -CH₂CH₂CO₂R⁸, -CH₂CH₂C(O)NR⁶R⁷, -CH₂CH₂SO₂NR⁶R⁷, or -CH₂CH₂-HET(2), wherein HET(2) is optionally substituted with 1-2 substituent groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, halogen, or NR⁶R⁷;

R⁸ is H or -CH₃;

HET(2) is a 5-membered heterocyclic ring having 1-3 heteroatom groups which are each independently N, NH, O, or S, optionally having one group -C(=O), and optionally having 1-3 double bonds;

A³ is phenyl, cyclopropyl, cyclobutyl, cyclohexyl, cyclohexenyl, cyclopentyl, cyclopentenyl, or HET(1), wherein HET(1) is pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, isoxazolyl, thiazolyl, oxadiazolyl, thiadiazolyl, oxazolyl, pyrrolyl, thienyl, furyl, or a 5-6-membered heterocyclic ring having 1-2 heteroatom groups which are independently -N-, -NH- or -O-, and optionally one -C(=O)- group, wherein A³ is optionally substituted with 1-2 groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, -OH, or halogen, and is optionally substituted with 1 group which is -CO₂R⁸, -C(O)NR⁶R⁷, -SO₂NR⁶R⁷, or HET(2), wherein HET(2) is optionally substituted with 1-2 substituent groups which are each independently CH₃, CF₃, -OCH₃, -OCF₃, halogen, or NR⁶R⁷;

A² is phenyl or HET(1) wherein A² is substituted with 1-3 substituent groups which are each independently CF₃, CH₃, F, Cl, -CN, or cyclopropyl; and

a is 0 or 1.

6. The compound of claim 5, or a pharmaceutically acceptable salt thereof: wherein the dashed line in the ring in Formula Ia is an optional double bond

when x is 0;

wherein R¹ is CF₃, F, or -N(CH₃)₂;

D¹ is N or CR², wherein R² is H or C₁₋₃alkyl;

D² is N or CR³, wherein R³ is H or CH₃;

D³ is N or CR⁴, wherein R⁴ is H or CH₃;

A¹ is phenyl, pyridyl, thienyl, furyl, cyclohexenyl, or cyclopentenyl, wherein A¹ is optionally substituted with 1-3 groups which are each independently F, Cl, -OCH₃, isopropyl, -CN, -CH₃, or CF₃, and optionally one substituent group Z;

Z is A³, -CH₂CH₂CO₂R⁸, -CH₂CH₂-(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl), or -CH₂CH₂-(5-amino-1,3,4-oxadiazol-2-yl);

R⁸ is H or -CH₃;

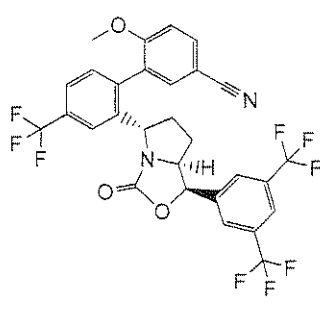
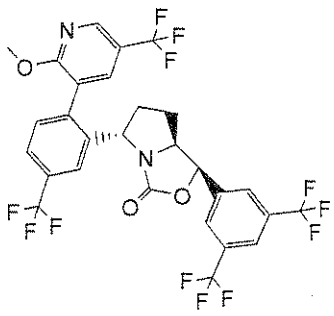
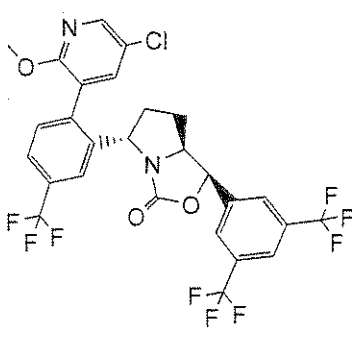
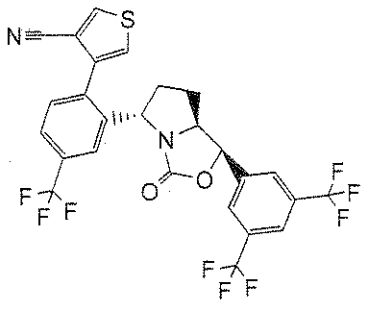
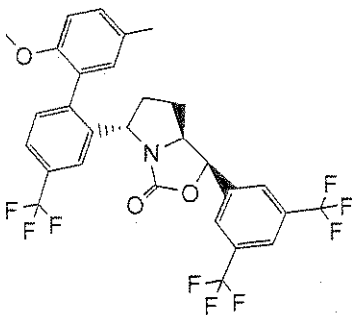
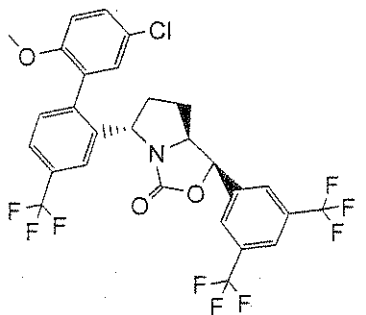
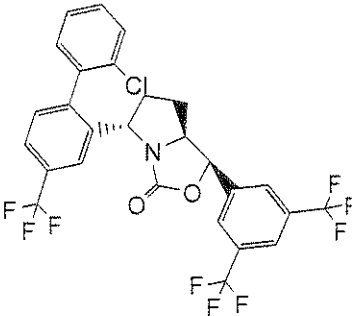
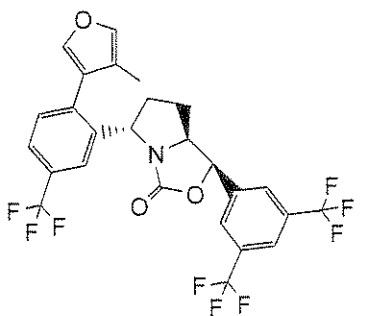
5 A³ is phenyl, cyclobutyl, cyclopentyl, cyclohexyl, or HET(1), wherein HET(1) is pyridinyl, 6-oxopiperidinyl, 2-oxo-1,3-oxazolidinyl, 2-oxo-1,3-oxazinanyl, or 5-oxopyrrolidinyl, wherein A³ is optionally substituted with 1-2 groups -CH₃, -OCH₃, or -OH, and is optionally substituted with 1 group -(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl), -(5-amino-1,3,4-oxadiazol-2-yl), or -CO₂R⁸;

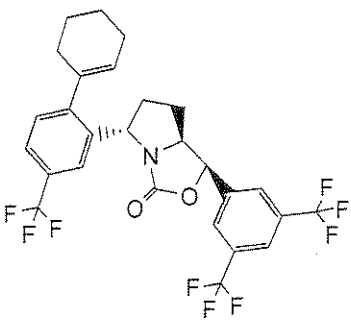
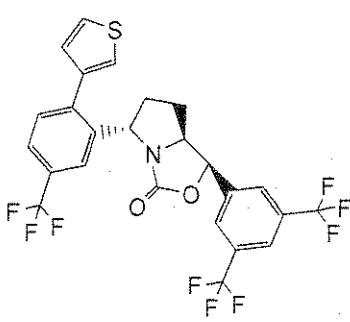
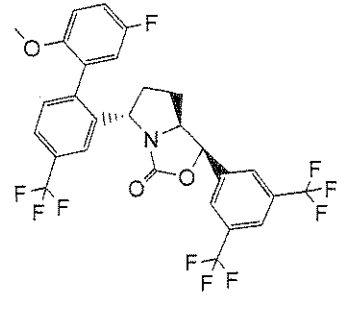
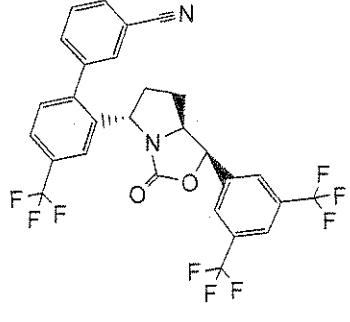
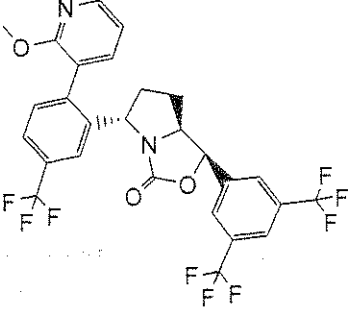
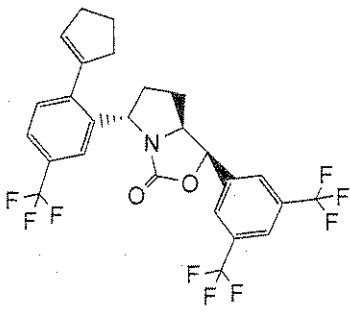
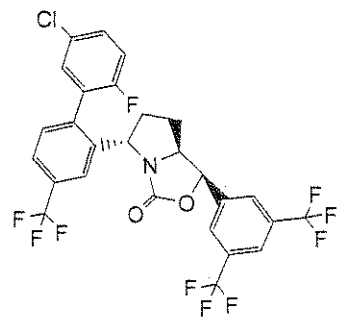
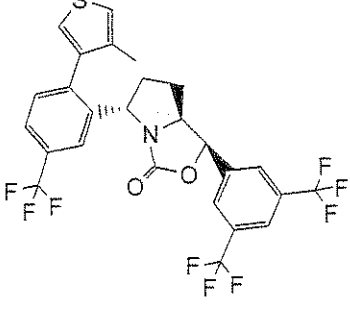
10 A² is phenyl, which is substituted with 1-2 substituent groups which are each independently CF₃, CH₃, F, or Cl; and

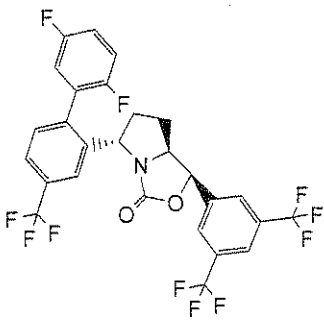
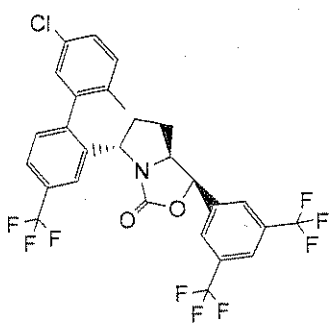
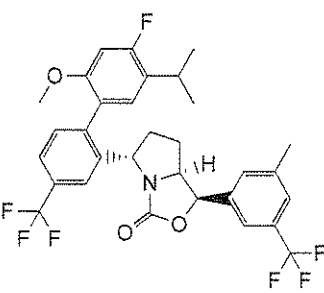
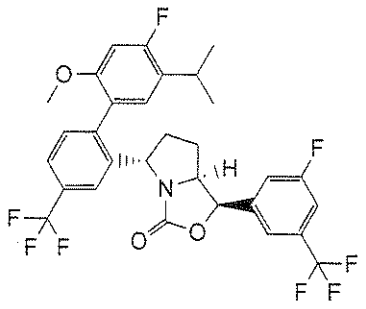
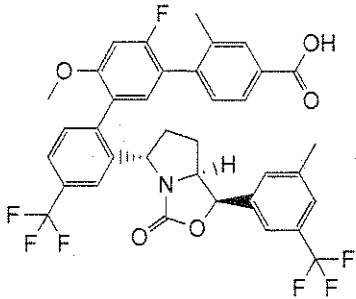
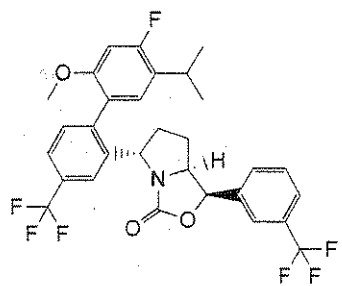
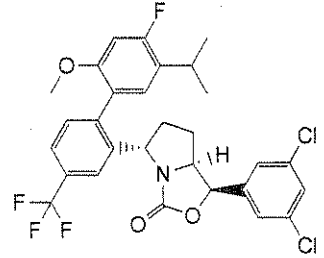
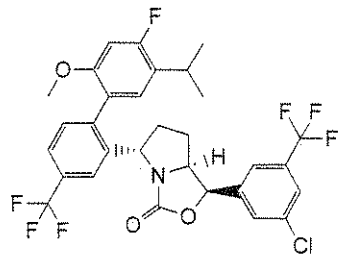
a is 0.

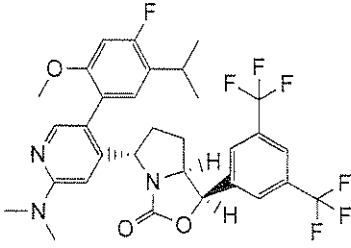
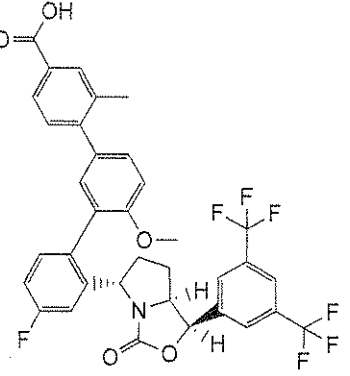
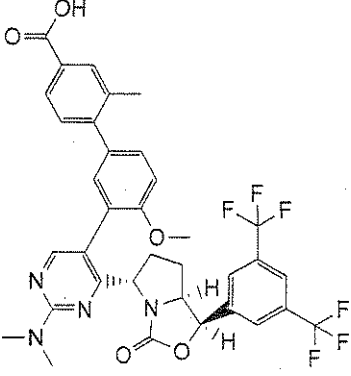
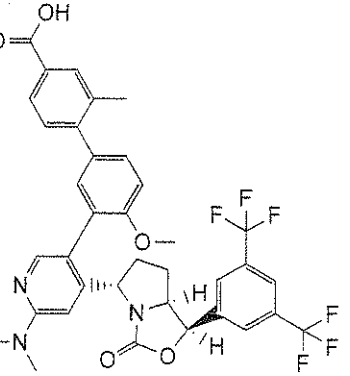
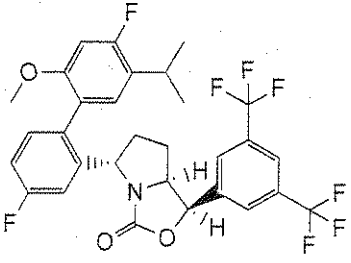
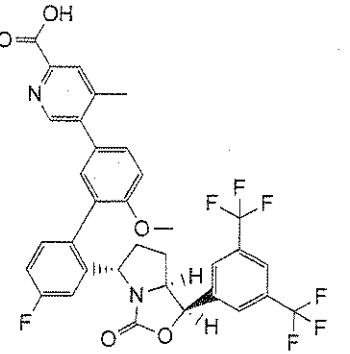
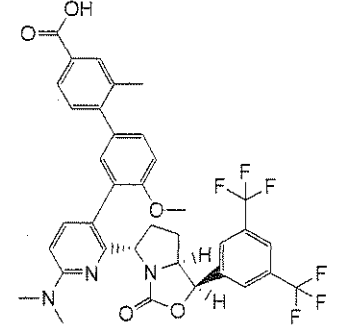
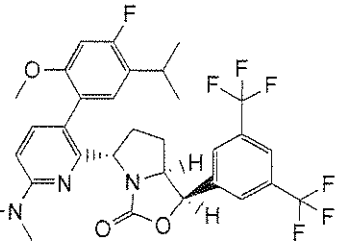
7. The compound of Claim 6 having the structure below:

Ex. 1		Ex. 2	
Ex. 3		Ex. 4	
Ex. 5		Ex. 6	
Ex. 7		Ex. 8	

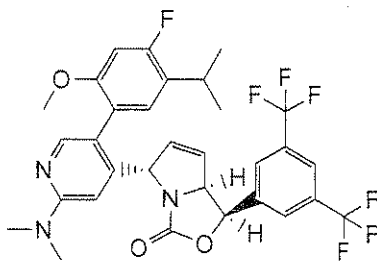
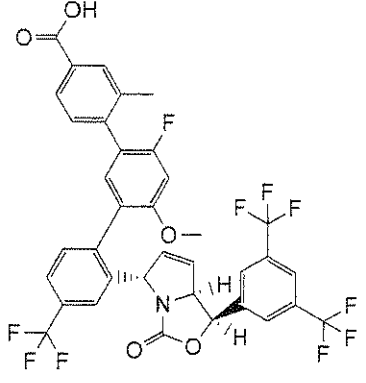
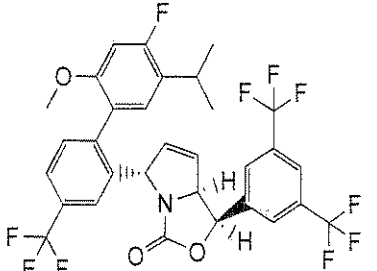
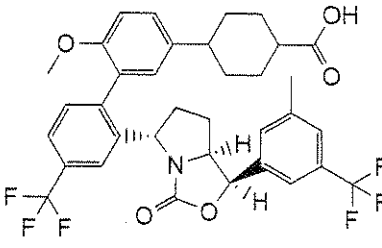
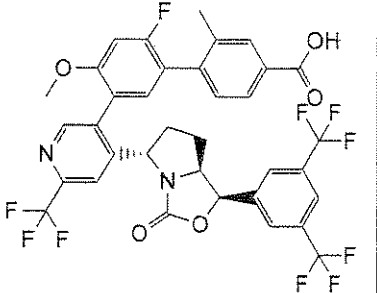
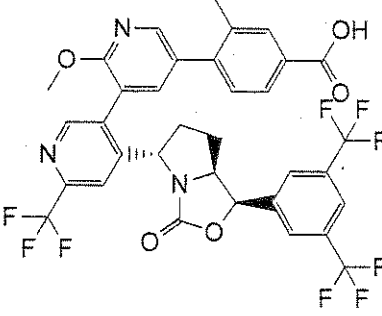
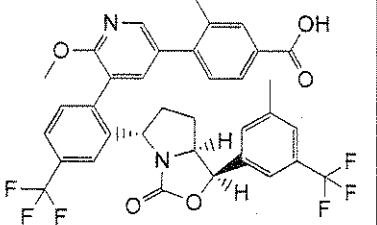
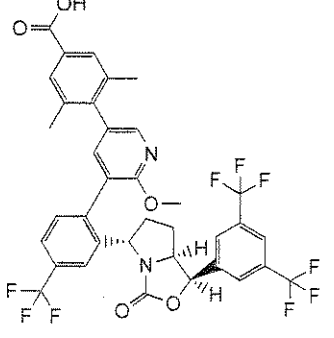
Ex. 9		Ex. 10	
Ex. 11		Ex. 12	
Ex. 13		Ex. 14	
Ex. 15		Ex. 16	

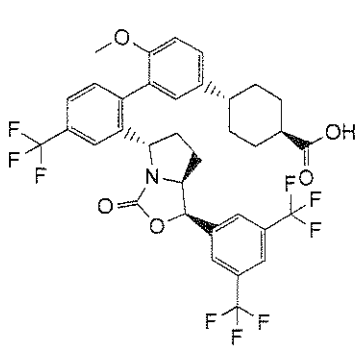
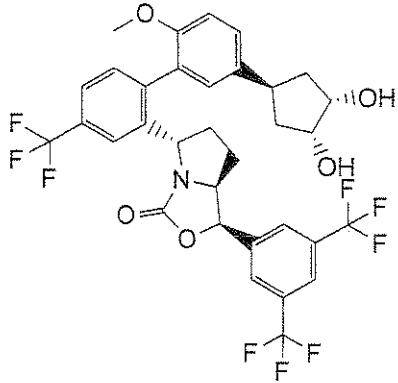
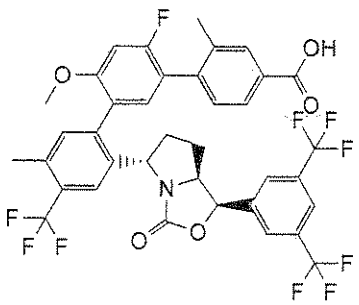
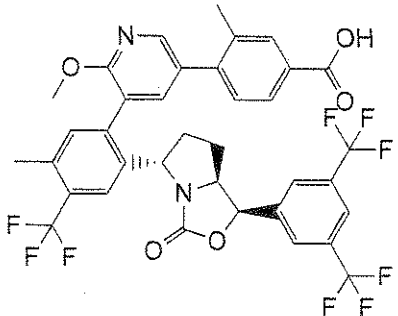
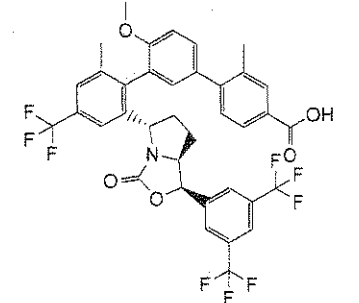
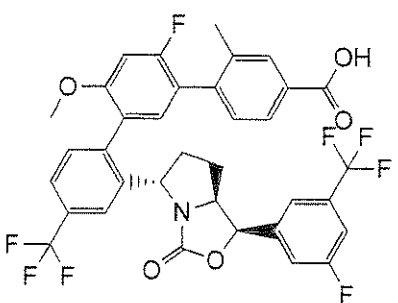
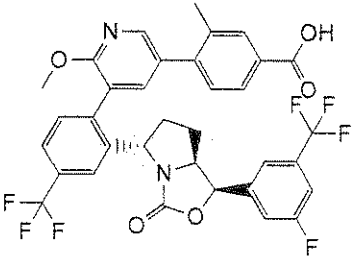
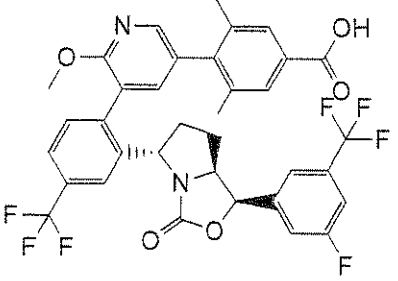
Ex. 17		Ex. 18	
Ex. 19		Ex. 20	
Ex. 21		Ex. 22	
Ex. 23		Ex. 24	

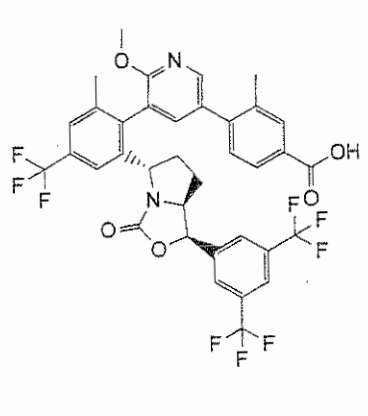
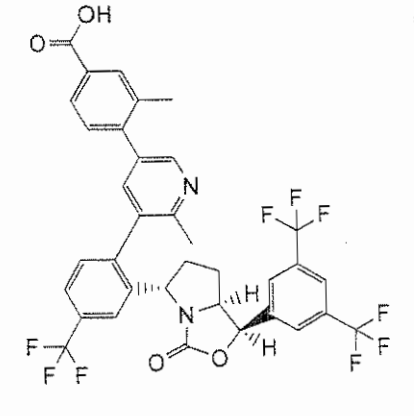
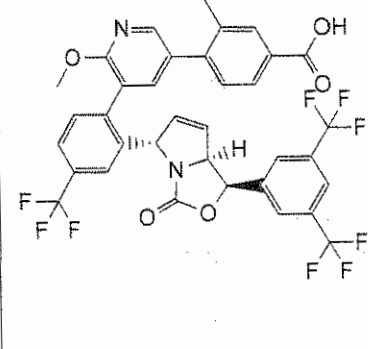
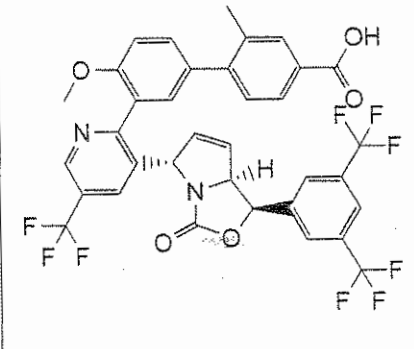
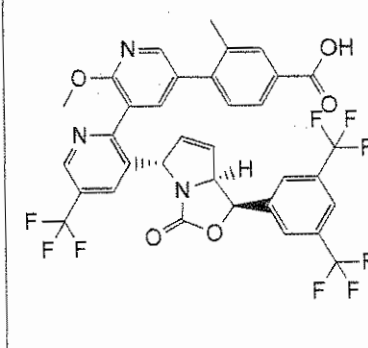
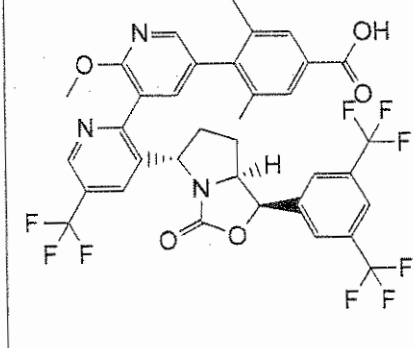
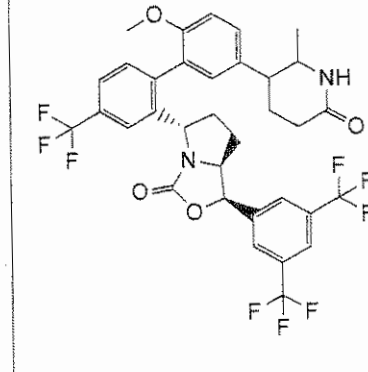
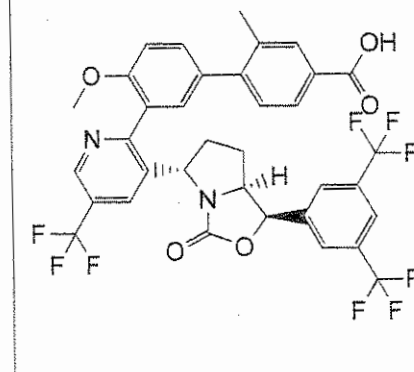
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Ex. 27		Ex. 28	
Ex. 29		Ex. 30	
Ex. 31		Ex. 32	

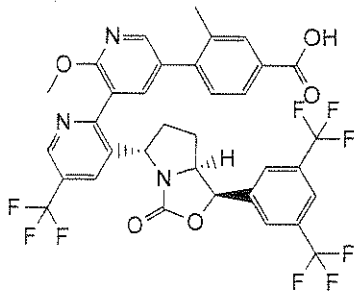
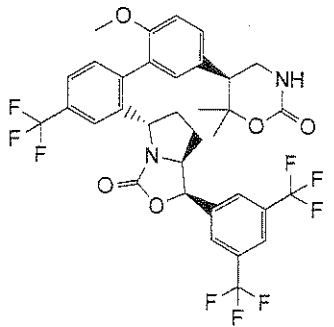
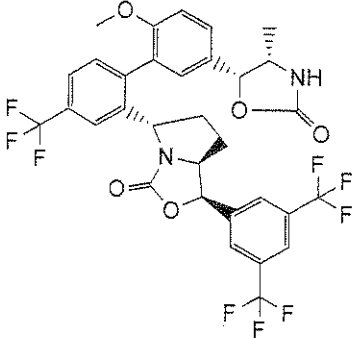
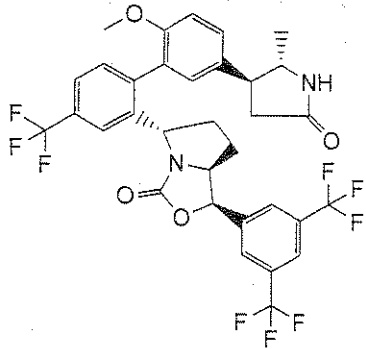
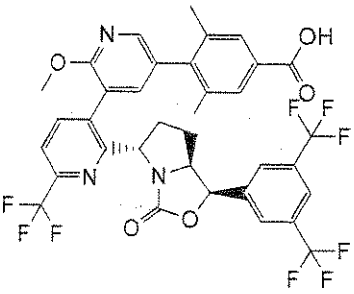
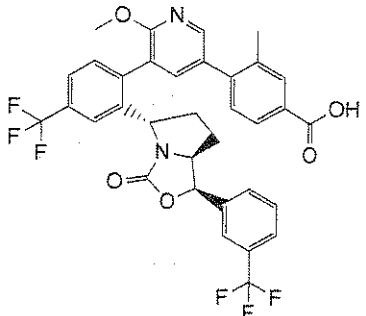
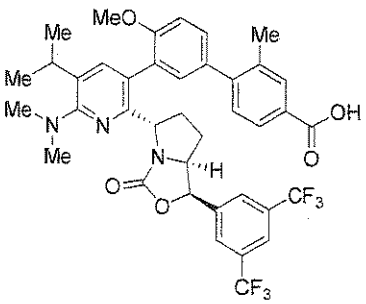
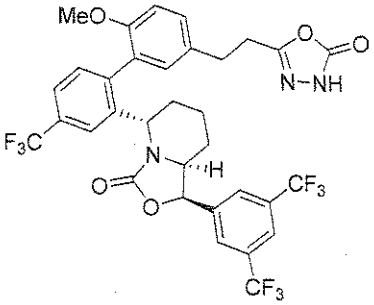
Ex. 33		Ex. 34	
Ex. 35		Ex. 36	
Ex. 37		Ex. 38	
Ex. 39		Ex. 40	

Ex. 41		Ex. 42	
Ex. 43		Ex. 44	
Ex. 45		Ex. 46	
Ex. 47		Ex. 48	

Ex. 49		Ex. 50	
Ex. 51		Ex. 52	
Ex. 53		Ex. 54	
Ex. 55		Ex. 56	

Ex. 57		Ex. 58	
Ex. 59		Ex. 60	
Ex. 61		Ex. 62	
Ex. 63		Ex. 64	

Ex. 65		Ex. 66	
Ex. 67		Ex. 68	
Ex. 69		Ex. 70	
Ex. 71		Ex. 72	

Ex. 73		Ex. 74	
Ex. 75		Ex. 76	
Ex. 77		Ex. 78	
Ex. 79		Ex. 80	

Ex. 81		Ex. 82	
Ex. 83			

or a pharmaceutically acceptable salt thereof.

8. A pharmaceutical composition comprising a therapeutically effective amount of the compound of Claim 1 or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

9. Use of the compound of Claim 1 or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of atherosclerosis.

10. Use of the compound of Claim 1 or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for raising HDL-C in a patient.

11. Use of the compound of Claim 1 or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for lowering LDL-C in a patient.

12. Use of the compound of Claim 1 or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of dyslipidemia.

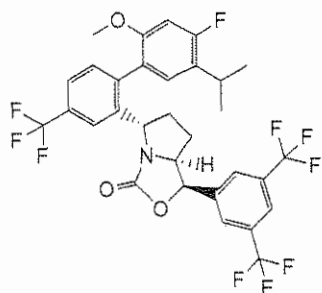
13. A pharmaceutical composition comprising the compound of Claim 1 or a pharmaceutically acceptable salt thereof, a pharmaceutically acceptable carrier, and one or more active ingredients selected from the group consisting of:

- (i) HMG-CoA reductase inhibitors;
- (ii) bile acid sequestrants;
- (iii) niacin and related compounds;
- (iv) PPAR α agonists;
- (v) cholesterol absorption inhibitors;
- (vi) acyl CoA:cholesterol acyltransferase (ACAT) inhibitors;
- (vii) phenolic anti-oxidants;
- (viii) microsomal triglyceride transfer protein (MTP)/ApoB secretion inhibitors;
- (ix) anti-oxidant vitamins;
- (x) thyromimetics;
- (xi) LDL (low density lipoprotein) receptor inducers;
- (xii) platelet aggregation inhibitors;
- (xiii) vitamin B12 (also known as cyanocobalamin);
- (xiv) folic acid or a pharmaceutically acceptable salt or ester thereof;
- (xv) FXR and LXR ligands;
- (xvi) agents that enhance ABCA1 gene expression;
- (xvii) ileal bile acid transporters; and
- (xviii) niacin receptor agonists.

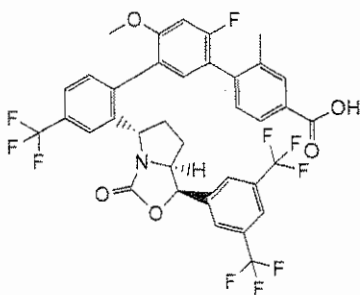
14. A compound having the structure below:

Ex. 2		Ex. 3	
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Ex. 5		Ex. 7	
Ex. 29		Ex. 45	
Ex. 54		Ex. 56	

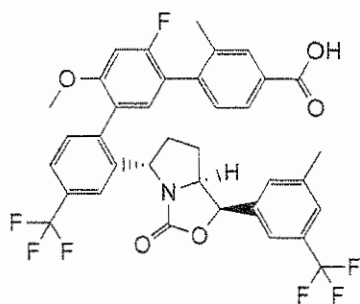


18. The compound of Claim 14, or a pharmaceutically acceptable salt thereof, having the structure:



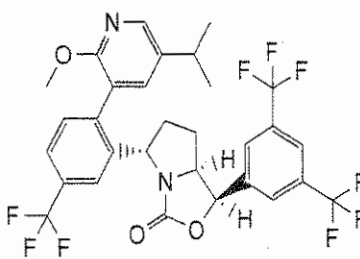
5

19. The compound of Claim 14, or a pharmaceutically acceptable salt thereof, having the structure:

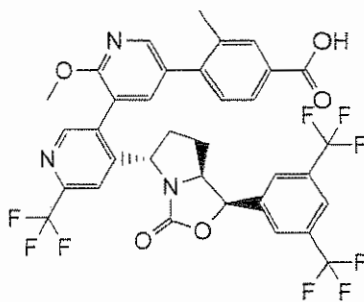


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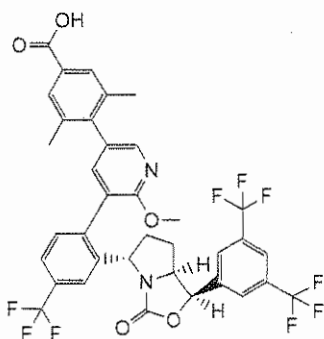
20. The compound of Claim 14, or a pharmaceutically acceptable salt thereof, having the structure:



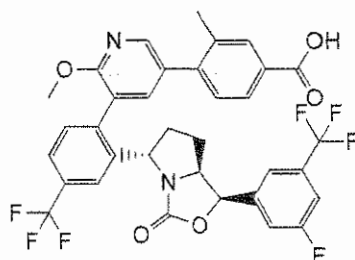
21. The compound of Claim 14, or a pharmaceutically acceptable salt thereof, having the structure:



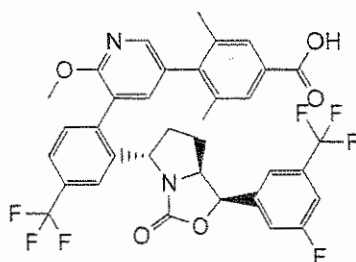
22. The compound of Claim 14, or a pharmaceutically acceptable salt thereof, having the structure:



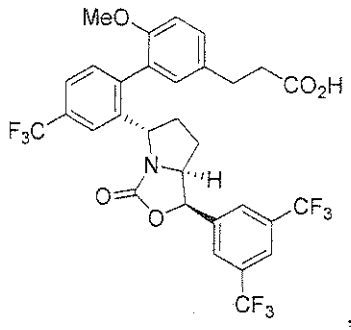
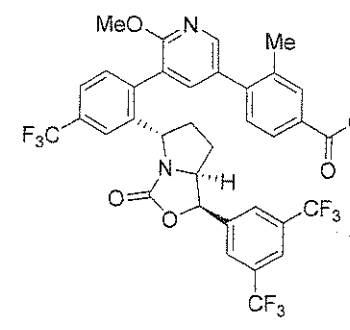
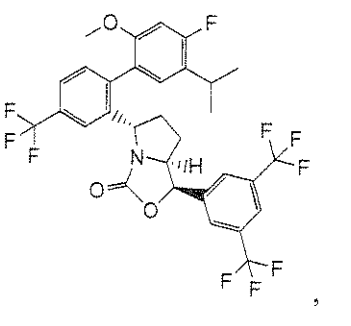
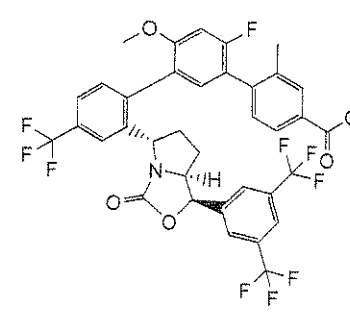
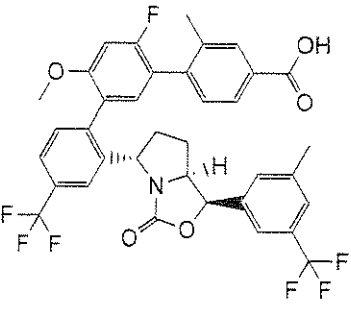
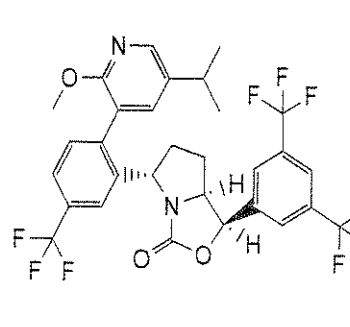
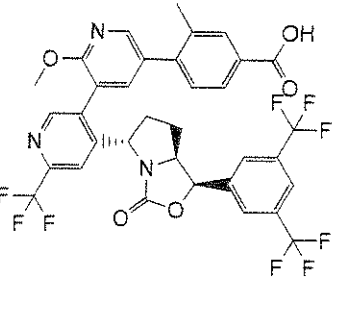
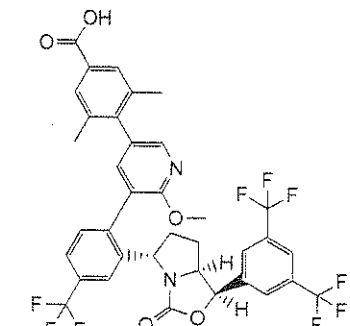
23. The compound of Claim 14, or a pharmaceutically acceptable salt thereof, having the structure:

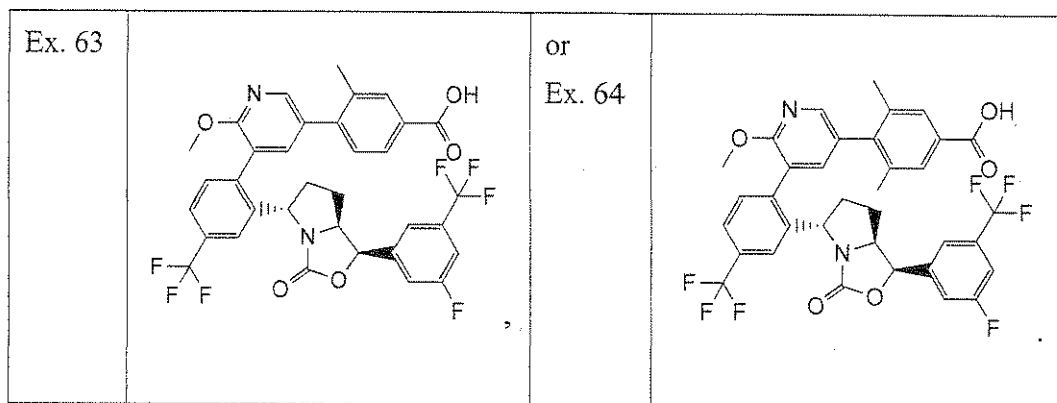


24. The compound of Claim 14, or a pharmaceutically acceptable salt thereof, having the structure:

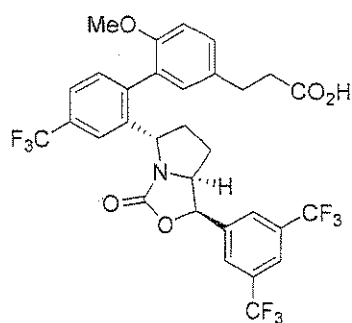


25. A compound having the structure below:

Ex. 2		Ex. 3	
Ex. 5		Ex. 7	
Ex. 29		Ex. 45	
Ex. 54		Ex. 56	

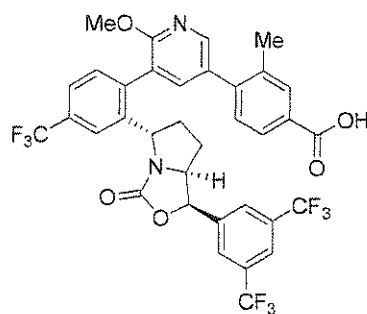


26. The compound of Claim 25 having the structure:



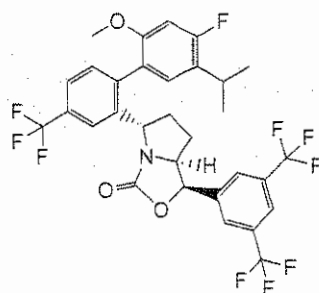
5

27. The compound of Claim 25 having the structure:

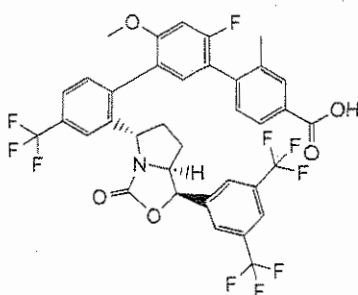


10

28. The compound of Claim 25 having the structure:

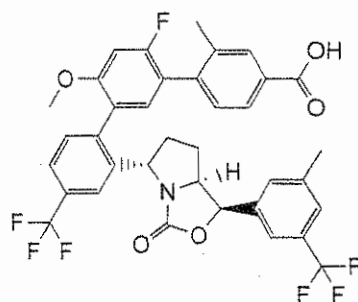


29. The compound of Claim 25 having the structure:

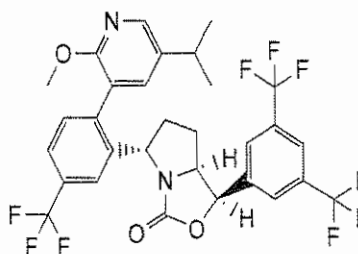


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30. The compound of Claim 25 having the structure:

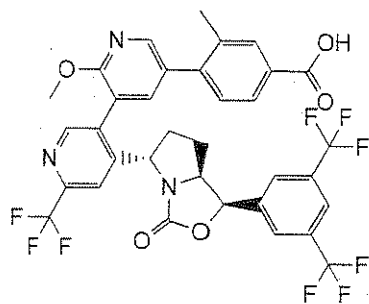


31. The compound of Claim 25 having the structure:

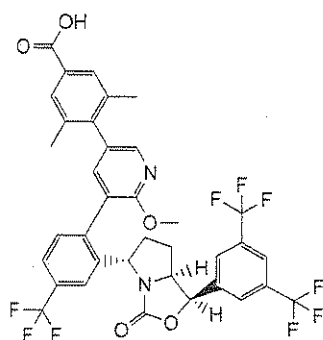


10

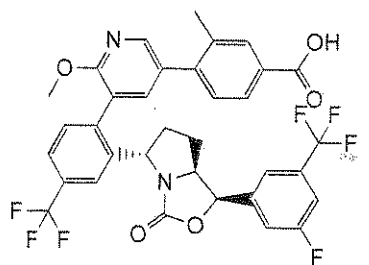
32. The compound of Claim 25 having the structure:



33. The compound of Claim 25 having the structure:



34. The compound of Claim 25 having the structure:



35. The compound of Claim 25 having the structure:

